

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

<b>In Re:</b>	§	
	§	
<b>FIRED UP, INC.</b>	§	<b>Case No. 14-10447</b>
	§	<b>(Chapter 11)</b>
<b>Debtor.</b>	§	

**THIRD AND FINAL APPLICATION OF THE VERNON LAW GROUP, PLLC FOR  
COMPENSATION AS SPECIAL COUNSEL FOR DEBTOR  
FROM SEPTEMBER 29, 2014 TO DECEMBER 23, 2014**

A hearing will be conducted on this matter on March 5, 2015 at 1:30 pm in Courtroom No. 1, 903 San Jacinto, Austin, TX 78701.

If you object to the relief requested, you must respond in writing, specifically answering each paragraph of this pleading. Unless otherwise directed by the court, you must file your response with the clerk of the bankruptcy court within 21 days from the date you were served with this pleading. You must serve a copy of your response on the person who sent you the notice; otherwise, the court may treat the pleading as unopposed and grant the relief requested.

Fired Up, Inc., Debtor herein, (“Debtor”) hereby files this *Third and Final Application of The Vernon Law Group, PLLC, for Compensation as Special Counsel for Debtor from September 29, 2014 to December 23, 2014*, and respectfully requests approval of the compensation described below, showing the Court as follows:

1. This case was filed on March 27, 2014. The Vernon Law Group, PLLC (“VLG”) was employed as Special Counsel for the Debtor by order entered on October 10, 2014, effective as of March 27, 2014.

2. This is a final application seeking approval of the prior interim fee awards and additional time incurred from September 29, 2014 through confirmation of Debtor’s Plan of Reorganization.

3. VLG obtained the following results since September 29, 2014: (a) extensive work on issues of good standing and registration to transact business for franchisees and company stores; (b) review issues relating to license store versus franchise in Tennessee; (c) reviewed issues regarding foreign corporation franchising and incorporation issues for New Mexico, North Carolina, Tennessee and Florida; (d) reviewed foreign entity authorization for nine states and

renewal registration requirements for franchise registration states vis-a-vis bankruptcy and merger disclosure requirements; (e) reviewed and assessed post-bankruptcy FTC Franchise Disclosure Rule amendments and renewal issues for requalification in registration and business opportunity states per Plan of Reorganization and Disclosure Statement; (f) prepared Federal Disclosure Documents incorporating revised Carino's Development Agreements for various stores; (g) reviewed, analyzed and conferred with Debtor and attorneys post-termination procedures and coverage under Franchise and Development Agreements; (h) reviewed, analyzed and commented on amendments to Development Agreements and Franchise Agreements covering various stores and states; and (i) reviewed state and federal tax decisions on long arm jurisdiction and nexus issues.

4. A Fee Application Summary, which includes a summary description of the services rendered by category, reflecting the total cost of each category of services and summarizing the nature and purpose of each category of services rendered, and the results obtained, is attached hereto as Exhibit "A".

5. A Compensation Support Exhibit, reflecting contemporaneous time records itemizing services rendered by category in a format which reflects a description of each service entry, the amount of time spent rendering that service, the date the service was performed, who performed that service, and the hourly rate of the person performing that service, is attached hereto as Exhibit "B".

6. VLG seeks fees of \$34,043.25 and expenses of \$201.00.

7. By order dated September 19, 2014, [Dkt # 474] the Court approved VLG's First Interim Fee Application for the time period March 27, 2014 to June 30, 2014 [Dkt # 370]. By that order, the Court approved and allowed fees and expenses in the total amount of \$13,353.20.

8. By order dated December 4, 2014 [Dkt # 634] the Court approved VLG's Second Interim Fee Application for the time period June 30, 2014 to September 30, 2014 [Dkt # 551]. By that order, the Court approved and allowed fees and expenses in the total amount of \$40,342.35.

9. VLG received a pre-petition retainer in the amount of \$25,000.00 to be applied to the representation of the Debtor in this Chapter 11 proceeding. VLG's first interim fees awarded by the Court in the amount of \$13,353.20 and a portion of its second interim fees awarded by the Court were paid from this retainer. There is nothing remaining in its pre-petition retainer.

10. VLG asks for final approval and allowance of the fees and expenses previously approved and allowed by the Court on an interim basis and for the final approval and allowance of the fees set forth herein for a total amount of \$87,939.80.

WHEREFORE, Fired Up, Inc. requests that Vernon Law Group, PLLC, Inc. be allowed compensation for its services for the period September 29, 2014 to December 23, 2014 in the amount of \$34,043.25 as fees and \$201.00 as reasonable costs for total compensation requested of \$34,244.25, and that Vernon Law Group, PLLC be awarded and allowed, on a final basis, the fees requested herein and those previously awarded and allowed on an interim basis in the total amount of \$87,939.80 and for such and further relief as is just.

Respectfully submitted,

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ATTORNEYS FOR FIRED UP, INC.

**CERTIFICATE OF SERVICE**

I certify that a true and correct copy of the foregoing *Third and Final Interim Application of The Vernon Law Group, PLLC* was served on February 9, 2015, by email transmission to all the parties on the Twelfth Limited Master Service List attached hereto.

/s/ Stephen W. Sather

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c/o Seth E. Meisel  
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Unique Strategies Group, Inc.  
5810 Tom Wooten Drive  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

**In Re:** §  
§  
**Fired Up, Inc.** § **Case No. 14-10447**  
§ **(Chapter 11)**  
**Debtor.** §

**EXHIBIT "A"**

**I. CLIENT:** Debtor—Fired Up, Inc.

**II. REQUESTING APPLICANT/FIRM:**

**The Vernon Law Group, PLLC**  
4925 Greenville Avenue, Suite 200  
Dallas, TX 75206  
(214) 273-3715

**III. TOTAL AMOUNT OF FEES REQUESTED:**

- a. Fees: \$34,043.25
- b. Expenses: \$201.00
- c. Pre-petition retainer, if any: \$0 remaining (originally \$25,000.00)
- d. Time period covered: September 29, 2014 to December 23, 2014

**IV. BREAKOUT OF CURRENT APPLICATION:**

Name/Title	Graduation Date	Partnership Date	Hours	Rate	Fees
John Vernon/ Partner	1978		53.40	\$575.00	\$30,705.00
Taylor Vernon/ Associate	2013		4.45 6.10	\$275.00 \$295.00	\$ 1,223.75 \$ 1,799.50
Claire Kerian/Legal Assistant	N/A		1.80	\$175.00	\$ 315.00
<b>Total Fees</b>			<b>65.75</b>		<b>\$34,043.25</b>

MINIMUM FEE INCREMENTS: \$0.10

TOTAL EXPENSES: \$201.00

(Expenses are calculated as follows: \$.20 per page for black and white photocopying;  
\$1.00 per page for color photocopying).

AMOUNT BILLED FOR PREPARATION OF THIS FEE APPLICATION: \$0.00

**V. PRIOR APPLICATIONS:**

<u>Number</u>	<u>Date of Hearing</u>	<u>Amount requested</u>	<u>Amount authorized</u>
1 <sup>st</sup>	September 16, 2014	\$13,353.20	\$13,353.20 (Dkt. # 474)
2d	December 4, 2014	\$40,342.35	\$40,342.35 (Dkt # 634)

**VI. OTHER CO-EQUAL OR ADMINISTRATIVE CLAIMANTS IN THIS CASE:\*\***

<u>NAME</u>	<u>PARTY REPRESENTED</u>
Office of the United States Trustee	
Barron & Newburger, P.C.	Debtor
Hajjar, Sutherland & Peters	Debtor
BKD, LLP	Debtor
Eric Drews	Debtor
Unique Strategies, Inc.	Debtor
Pachulski Stang	UCC
Streusand & Landon	UCC
FTI Consulting	UCC

**VII. RESULTS OBTAINED SINCE SEPTEMBER 29, 2014:**

- (a) extensive work on issues of good standing and registration to transact business for franchisees and company stores;
- (b) review issues relating to license store versus franchise in Tennessee;
- (c) reviewed issues regarding foreign corporation franchising and incorporation issues for New Mexico, North Carolina, Tennessee and Florida;
- (d) reviewed foreign entity authorization for nine states and renewal registration requirements for franchise registration states vis-a-vis bankruptcy and merger disclosure requirements;
- (e) reviewed and assessed post-bankruptcy FTC Franchise Disclosure Rule amendments and renewal issues for requalification in registration and business opportunity states per Plan of Reorganization and Disclosure Statement;
- (f) prepared Federal Disclosure Documents incorporating revised Carino's Development Agreements for various stores;
- (g) reviewed, analyzed and conferred with Debtor and attorneys post-termination procedures and coverage under Franchise and Development Agreements;
- (h) reviewed, analyzed and commented on amendments to Development Agreements and Franchise Agreements covering various stores and states; and
- (i) reviewed state and federal tax decisions on long arm jurisdiction and nexus issues.

**\*\*Does not include payments made in the ordinary course of business. Other than professionals, no other applications for administrative expense claims have been approved.**

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11803  
**Invoice Date:** 10/31/2014  
**Due Date:** 10/31/2014  
**Regarding:** Ch. 11 Bankruptcy

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
9/29/2014	JMV -Review states where Fired Up, Inc. needs to have registered to transact business (.5); review which states require a grant or offer of a franchise to counts as transacting business in the state (1.1).	1.6	575.00	920.00
10/1/2014	JMV -Lengthy conference with Angela Woodbury of Haijar Peters regarding states good standing issues for franchisee and company stores (.5); review outstanding tax filings to be filed in franchise states (.7)	1.2	575.00	690.00
10/2/2014	JMV -Reviewed certificates of good standing and qualifications to do business certificate for Carino's and Kona Restaurant Group (.5); review Tennessee license store versus franchise issue and whether heading of licensed store constitutes "transacting business" under Tennessee qualification to transact business regulations (.8).	1.3	575.00	747.50
10/6/2014	JMV -Review email and attached questions from Angel Woodbury regarding foreign corporation franchising issues for KRG (.7); review Tennessee, Florida, New Mexico and North Carolina franchise laws and responded to same (1.7).	2.4	575.00	1,380.00
10/7/2014	JMV -Respond to Angela Woodsbury's email regarding Carino's, KRG's tax issues (.3); lengthy conference with Angela Woodbury regarding Florida and North Carolina Business Opportunity filings 9.5); Review post-merger Business Opportunity renewal filings in non-registration states (.8).	1.6	575.00	920.00
10/7/2014	CK-Research incorporation issues for New Mexico, North Carolina, Tennessee and Florida.	1.8	175.00	315.00

**Total****Payments/Retainers****Total Balance Due**

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11803

**Invoice Date:** 10/31/2014

**Due Date:** 10/31/2014

**Regarding:** Ch. 11 Bankruptcy

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
10/8/2014	Review Statement of Foreign Entity Authority for Colorado, Arkansas, Idaho, Louisiana, Kansas, Texas, Missouri, Montana, and California (.8); Review renewal registration requirements for franchise registration states vis-à-vis bankruptcy and merger material disclosure requirements (1.3); revise materiality section of Federal Disclosure Documents to include updated registration information (.6).	2.7	575.00	1,552.50
10/9/2014	JMV -Review Item 19 Financial Performance Representations and required warning legend for non-representations (.6); review cost/expense allocations for Item 19 (.4); review and revise Chart 1 System status for Franchised and Company owned stores (.5).	1.5	575.00	862.50
10/13/2014	JMV -Continued revision to Federal Disclosure Documents and outlining gaps in FTC Franchise Disclosure Rule requirement.	1.2	575.00	690.00
10/14/2014	JMV -Review and revise Carino's Franchise Agreement and FDD (.8); review Plan and Arrangement for inclusion in FDD (1.3).	2.1	575.00	1,207.50
10/15/2014	JMV -Review and assess post-bankruptcy FTC Franchise Disclosure Rule amendments and renewal issues for requalification in registration and business opportunity states as revised by proposed plan of arrangement and Disclosure Statement (2.1).	2.1	575.00	1,207.50
10/24/2014	TMV -Emailed with Chris re: NWJC Amend No. Two and personal guaranty issue.	0.2	295.00	59.00
10/27/2014	TMV -Reviewed the DA and edited the Amendment; emailed Chris/Creed re: FA guaranty; sent Amendment draft to Jv to review.	0.7	295.00	206.50

**Total**

**Payments/Retainers**

**Total Balance Due**

**The Vernon Law Group, PLLC**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice****Invoice #:** 11803**Invoice Date:** 10/31/2014**Due Date:** 10/31/2014**Regarding:** Ch. 11 Bankruptcy**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
10/28/2014	JMV -Review revised California Amendment (.4); review response from Chris Peitersen and Chico regarding Texas Amendments to be finalized (.5); review issue of guaranties and releases waived for franchisees (.6).	1.5	575.00	862.50
10/31/2014	Black & White Copies/Printer	705	0.20	141.00

**Total** \$11,761.50

**Payments/Retainers** \$0.00

**Total Balance Due** \$11,761.50

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11809  
**Invoice Date:** 11/26/2014  
**Due Date:** 11/26/2014  
**Regarding:** Fired Up, Inc. Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
10/30/2014	TMV -Finalize the Northwest Johnny Carino's, LLC Amendment and email to Chris and Creed to review.	0.3	275.00	82.50
11/3/2014	JMV -Continue preparation of Federal Disclosure Documents incorporating revised Carino's Development Agreements for Northwest Johnny Carino's, LLC, Johnny Carino's of Skagit Valley, LLC and Johnny Carino's of Albany, LLC. (.6)	0.6	575.00	345.00
11/4/2014	JMV -Review Southwest Xtreme Cuisine comments and suggested revisions to the Carino's Franchise Agreement and Amendment No. Three (.5); Review Item 7 changes to FDD vis-à-vis Parent disclosure issues post-bankruptcy (.4).	0.9	575.00	517.50
11/6/2014	JMV -Review Fired Up, Inc. certificates from Angela Woodbury (.3); review chart prepared by Eric Drews for states where taxes have been paid and are current for Carino's Italian Restaurant and Kona Restaurant Group (.4); update FDD accordingly (.3).	1	575.00	575.00
11/7/2014	JMV -Review emails from Greg Hubert regarding the Royalty Relief Program Northwest Johnny Carino's Amendment No. Two and his lawyers' comments to same (.2); email sent to Angela Woodbury regarding status update on the qualification to transact business filing status for Arkansas, Kansas, Louisiana and Missouri (.3); compare qualification to transact business filings with franchise states for compliance (.4).	0.9	575.00	517.50

**Total****Payments/Retainers****Total Balance Due**

**The Vernon Law Group, PLLC**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11809

**Invoice Date:** 11/26/2014

**Due Date:** 11/26/2014

**Regarding:** Fired Up, Inc. Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

# Invoice

Date	Description	Hours/Qty	Rate	Amount
11/10/2014	JMV -Began revising Item 4 of FDD to include proposed Plan of Reorganization (.6); reviewed post-termination coverage in Franchise and Development Agreements for various defaulting franchisees (.8); Lengthy conference with Barbara Barron regarding post-termination procedure under the Franchise Agreement (.4). TMV -Email with Chris regarding Northwest Johnny Carino's Amendment questions and attorney contact and with Chico regarding Amendment review (.1).	1.8	575.00	1,035.00
11/10/2014	TMV -Email with Chris regarding Northwest Johnny Carino's Amendment questions and attorney contact and with Chico regarding Amendment review (.1).	0.1	275.00	27.50
11/11/2014	JMV -Discuss Maren Gaylor's changes to Northwest Johnny Carino's amendment language, specifically paragraphs 2 and 6, with Taylor Vernon (.5); Review Waiver of Personal Guaranty language in revised Amendment and the transfer and assignment section of Development Agreement (.4), analyze same and proposed compromise language to cover the heirs and transferees of Greg and Teresa Hubert (.6).	1.5	575.00	862.50
11/11/2014	TMV -Review post-termination issues and transmit the sections of Carino's Franchise Agreement that deal with those issues to John Vernon (.3); return Maren Gaylor's phone call regarding Northwest Johnny Carino's Amendment and discussed heirs and representatives issue with her (.3); email Creed and Peit regarding the Waiver of Personal Guaranty to confirm their understanding (.15).	0.75	275.00	206.25

**Total**

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**Payments/Retainers**

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**Total Balance Due**

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
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Phone # 214-273-3710  
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**Invoice #:** 11809  
**Invoice Date:** 11/26/2014  
**Due Date:** 11/26/2014  
**Regarding:** Fired Up, Inc. Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
11/12/2014	JMV -Review Fired Up, Inc.'s updated and revised state registration chart and compare same to prior Federal Disclosure Document (1.8); began to update current Federal Disclosure Document to include state qualifications (1.2); review merged entities state filings for Carino's Italian Kitchen, Kona Restaurant Group and Fired Up, Inc. and their deficiencies post-merger (.6).	3.6	575.00	2,070.00
11/12/2014	TMV -Review Peit's amendment update email for franchisees (.4).	0.4	275.00	110.00
11/13/2014	JMV -Review Chris Peitersen's comments to Carino's revised Amendments (.2).	0.2	575.00	115.00
11/14/2014	JMV -Revised Federal Disclosure Document and Item 20 for Franchise turnover rate, pursuant to emails from Chris Peitersen of Carino's (.3).	0.3	575.00	172.50
11/17/2014	JMV -Review comments from Northwest Johnny Carino's attorney and from Chris Peitersen regarding paragraphs 2 and 6 of the Amendment (.3); Lengthy conference with Taylor regarding suggestions to resolve Ms. Gaylor's comments and questions (.4).	0.7	575.00	402.50
11/18/2014	JMV -Review and comment on the Southwest Xtreme Cuisine Amendment's proposed revisions (.3); review notice from Secretary of State of Indiana regarding application to do business in-state and Certificate of Good Standing (.2).	0.5	575.00	287.50

**Total****Payments/Retainers****Total Balance Due**

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P. O. Box 600271  
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Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11809  
**Invoice Date:** 11/26/2014  
**Due Date:** 11/26/2014  
**Regarding:** Fired Up, Inc. Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
11/20/2014	JMV -Review Balcony Amendment No. 2 (Georgia) vis-à-vis the proposed royalty amendment for two locations and the abated marketing and material funds for the period from July 31, 2014 until June 30, 2016 (.7); compare changes to other states "most favored nation" requirements (.6); review Camp Creek and Discover Mills Letter Agreements and past due royalty payments documentation (.5).	1.8	575.00	1,035.00
11/20/2014	TMV -Edit the Northwest Johnny Carino's Amendment No. 2 regarding heirs and the personal guarantee and email updated Amendment to Peit and Creed; email Pete regarding Chico (.3); email Chris regarding Balcony and Montana groups (.2).	0.5	275.00	137.50
11/21/2014	JMV -Review and make comments to Montana Amendment No. 5 (.6); Review the possibility of voiding the Development Agreement and revising the rates per territory for the remaining Franchise Agreement versus keeping the Development Agreement in place, but voiding the development and territorial rights (1.1).	1.7	575.00	977.50
11/21/2014	TMV -Review Chris' emails and corresponding documents regarding Balcony and Montana; email with Chris and John Vernon regarding Development Agreement's and territorial right issues for amendments (.8); start drafting the Montana (Wards) Amend No. 5 to Development Agreements and Franchise Agreements (1.1).	1.9	275.00	522.50
11/24/2014	JMV -Continue review of Balcony Amendments One and Two; Default Letter and proposed Royalty Relief Amendments to its Franchise Agreement and Development Agreements (.4).	0.4	575.00	230.00

**Total****Payments/Retainers****Total Balance Due**

**The Vernon Law Group, PLLC**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice****Invoice #:** 11809**Invoice Date:** 11/26/2014**Due Date:** 11/26/2014**Regarding:** Fired Up, Inc. Ch. 11**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

<b>Date</b>	<b>Description</b>	<b>Hours/Qty</b>	<b>Rate</b>	<b>Amount</b>
11/24/2014	TMV -Finish drafting the Montana Amend No. 5 (.5).	0.5	275.00	137.50
11/25/2014	JMV -Review and revise Billings, Montana Amendment (.6); review and comment upon Montana Development Agreement (.5); review and revise proposed P&K Ward Amendment covering No. 2, 3 and 4 with Royalty Relief Program additions (.8); review and comment on Development Agreement termination language (.3).	2.2	575.00	1,265.00
11/26/2014	JMV -Review and revise Amendment No. 5 for the Carino's Montana-Ward Development Agreement (.7); review underlying Billings, Missoula and Bozeman Franchise Agreements and Development Agreements (.8); review release and default provisions post-relief period in Amendment No. 5 (.3); review Montana good standing qualification for Fired Up successor in interest to Kona Restaurant Group (.4).	2.2	575.00	1,265.00
11/26/2014	Black & White Copies/Printer	300	0.20	60.00

**Total** \$12,956.25

**Payments/Retainers** \$0.00

**Total Balance Due** \$12,956.25

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11825  
**Invoice Date:** 12/23/2014  
**Due Date:** 12/23/2014  
**Regarding:** Fired Up, Inc - Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
11/26/2014	JMV -Review and comment on revised Balcony Amendments (.5); review conversion language for Amendments from Developer to Georgia store franchisees (.7).	1.2	575.00	690.00
12/1/2014	JMV -Further revise Montana Development Agreement to comply with Peit Peiterse's requests for adjustments (.4); review proposed revisions to Amendment No. 5 and redefine Developer in Amendment (.6); review and comment on Montana Ward Amendment No. 5 (.7).	1.7	575.00	977.50
12/1/2014	TMV -Made changes to the Ward Amendment and emailed an updated draft to JV to review (.3); Edited and finalized draft (.2); Reviewed Balcony Amend No. One and began drafting Balcony Amend No. Two (.8).	1.3	295.00	383.50
12/2/2014	JMV -Review new terms for Georgia franchisees (.3); review and comment upon proposed Balcony Amendment No. 2 (.6).	0.9	575.00	517.50
12/2/2014	TMV -Finalized the Ward Amendment and sent to Peit (.3); Continued drafting Balcony Amend No. Two (1.7).	2	295.00	590.00
12/3/2014	JMV -Review Balcony Amendment No. 2 and compared proposed changes to prior certified letters to Ron Simmons and Rena Grever (.4); review Balcony Amendment No.1 for royalty payment structure and attempt to determine effective date (.3); compare to proposed Balcony Amendment No. 2 (.8); review royalty calculation for Royalty Relief Program to be incorporated into Balcony Amendment No. 2 (.6).	3.1	575.00	1,782.50

**Total****Payments/Retainers****Total Balance Due**

**The Vernon Law Group, PLLC****Invoice**

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11825

**Invoice Date:** 12/23/2014

**Due Date:** 12/23/2014

**Regarding:** Fired Up, Inc - Ch. 11

**Bill To:**

Ford Restaurant Group  
Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
12/6/2014	JMV -Lengthy conference with Creed Ford regarding Ch. 11 confirmation hearing and post-bankruptcy issues (.5).	0.5	575.00	287.50
12/8/2014	JMV -Review and comment on revised Balcony 2 Agreements (.2).	0.2	575.00	115.00
12/9/2014	JMV -Lengthy conference with Steve Sather regarding franchising disclosure issues pre and post plan confirmation.	0.3	575.00	172.50
12/10/2014	JMV -California Amendment emails from Peit and Creed received and commented on (.2); outlined documents needed to prepare proper California Amendment (.3).	0.5	575.00	287.50
12/10/2014	TMV -Reviewed Peit's email re: Synergy Group and previous emails on that subject (.3); emailed back and forth re: questions and docs need; discussed with JV (.2); emailed with Creed, Peit and Jv (.1).	0.6	295.00	177.00
12/17/2014	JMV -Review Registration Chart and related documents from various states confirming Fired Up's compliance and good standing (.6); updated FDD to reflect same (.5).	1.1	575.00	632.50
12/22/2014	JMV -Conference with Barbara Barron re: franchise issues vis-à-vis the South Dakota tax claim (.5); review franchise tax law regarding South Dakota and "services rendered", "material aides" and "control by executive" issues (1.8).	2.3	575.00	1,322.50
12/22/2014	TMV -Reviewed Chico's comments for SWXC Amendment and responded to emails re: DA requirements to Chico and Peit (.4); edited the FA and asked Peit questions re: royalties (.5); edited FA and Amendment based on our discussions (.4).	1.3	295.00	383.50

**Total**

**Payments/Retainers**

**Total Balance Due**

## The Vernon Law Group, PLLC

P. O. Box 600271  
Dallas, TX 75206

Phone # 214-273-3710  
Fax # 214-299-8596

**Invoice #:** 11825  
**Invoice Date:** 12/23/2014

Regarding: Fired Up, Inc. Ch. 11

**Bill To:**

## Ford Restaurant Group Fired Up, Inc.

Date	Description	Hours/Qty	Rate	Amount
12/23/2014	JMV -Reviewed state and federal tax decisions on long arm jurisdiction and nexus issues for memo to Barbara Baron (1.1); review Peit's comments and questions vis-a-vis Ron Simmon's ownership in Balcony Family Partners (.6); review disclosure rules on silent partnerships with politicians serving in a state legislative body (.4).	2.1	575.00	1,207.50

**Total** \$9,526.50

**Payments/Retainers**

**Total Balance Due** \$9,526.50